

Squires James A
Form 3
October 07, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Squires James A

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/01/2004

3. Issuer Name **and** Ticker or Trading Symbol
NORFOLK SOUTHERN CORP [NSC]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

THREE COMMERCIAL
PLACE

(Check all applicable)

(Street)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Sr. V.P. - Law

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

NORFOLK,Â VAAÂ 23510

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock ⁽¹⁾

8,100

D

Â

Common Stock

808 ⁽²⁾

I

By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: Squires James A - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------|---------------------|--------------------|-----------------|----------------------------------|------------------------|-------------------------------------------------------------|---|
| Option (granted 1998) (3) | 02/02/1999 | 02/01/2008 | Common Stock | 7,500 | \$ 32.1563 | D | Â |
| Option (granted 1999) (3) | 02/01/2000 | 01/31/2009 | Common Stock | 9,000 | \$ 27.6875 | D | Â |
| Option (granted 2000) (3) | 01/31/2001 | 01/30/2010 | Common Stock | 9,000 | \$ 16.9375 | D | Â |
| Option (granted 2001) (3) | 01/29/2002 | 01/28/2011 | Common Stock | 15,000 | \$ 15.475 | D | Â |
| Option (granted 2002) (3) | 01/28/2003 | 01/27/2012 | Common Stock | 15,000 | \$ 22.49 | D | Â |
| Option (granted 2003) (3) | 02/03/2004 | 02/02/2013 | Common Stock | 12,000 | \$ 19.625 | D | Â |
| Option (granted 2004) (3) | 01/31/2005 | 01/29/2014 | Common Stock | 13,000 | \$ 22.02 | D | Â |
| Stock Units (Deferred) (4) | Â (4) | Â (4) | Common Stock | 1,125.0657 (4) | \$ (4) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 5,400 (5) | \$ (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Squires James A THREE COMMERCIAL PLACE NORFOLK, VA 23510 | Â | Â | Â Sr. V.P. - Law | Â |

Signatures

D. M. Martin via P.O.A. for J. A.
Squires

10/07/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- At its meeting on September 28, 2004, the Corporation's Board of Directors elected the reporting person to his current position and
- (1) designated him an "Executive Officer" for purposes of Section 16, effective October 1, 2004. Accordingly, this Form 3 reports the reporting person's direct and indirect holdings of Common Stock and derivative securities on the effective date of his designation.
 - (2) Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of October 1, 2004, the last date on which a formal statement was available, to have been credited to the

Edgar Filing: Squires James A - Form 3

reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

- (3) Employee stock options (right to buy) granted under the Norfolk Southern Corporation Long-Term Investment Plan.

- (4) Reports the total number of Deferred Stock Units (Units) credited to the account of the reporting person under the Norfolk Southern Corporation Long-Term Incentive Plan. In accordance with procedures applicable to all participants, these Units were credited on the common stock dividend payment date (most recently, September 10, 2004) on the basis of the market value of the Corporation's common stock on that date. These Units ultimately will be satisfied in cash and not in shares of stock.

- (5) Reports the total number of Restricted Stock Units granted to the reporting person under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These units ultimately will be satisfied in cash and not in shares of stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.